

+Stow Orchestra Association BY-LAWS

ARTICLE I: NAME AND PURPOSE

- Section 1: **Name** - The name of the organization shall be the Stow Orchestra Association (SOA). The performing ensembles within the Stow Orchestra Association will be the Stow Symphony Orchestra and the Stow Symphony Orchestra Chorus.
- Section 2: **Mission** - The Stow Orchestra Association enriches the communities of Northeast Ohio by:
- Fostering the understanding and appreciation of classical music.
 - Providing the opportunity for everyone to experience live, quality classical music performances in a comfortable and affordable setting.
 - Giving experienced amateur musicians the opportunity to perform standard arrangements of the classical music repertoire.

ARTICLE II - MEMBERSHIP

- Section 1: **Members** - Membership in the corporation shall consist of its Board of Directors as permitted by Ohio Revised Code Section 1702.14

ARTICLE III: BOARD OF DIRECTORS

- Section 1: **Authority** - The Board of Directors shall manage the affairs of the Corporation; shall formulate and enact policies and employ the Executive Director to operate the Corporation and implement Board policy.
- Section 2: **Number and Term** - The number of Directors shall be no greater than twenty-one [21]. Directors shall be elected at each annual meeting of the Directors, from candidates submitted by the Nominating Committee and shall hold office for three [3] years or until his or her successor is elected, or until his or her earlier resignation or removal from office, or death. Directors should be elected so that approximately one-third of their numbers will assume office at each annual meeting.
- Section 3: **Meetings** - The Board shall meet at least quarterly, at an agreed time and place.
- Annual Meeting.** The date of the regular annual meeting shall be set by the Board of Directors who shall also set the time and place. The Annual meeting shall take place in the month of May each year.
- Section 4: **Quorum** - At least fifty percent (50%) of the voting board members must be present before business can be transacted or motions made or passed.

Stow Orchestra Association
BY-LAWS
(page 2)

- Section 5: **Notice** - An official Board meeting requires that each Board member have written or e-mail notice two (2) weeks in advance
- Section 6: **Board Elections** - The Members in Good Standing at the Annual Meeting shall elect board members.
- Section 7: **Officers and Duties** - There shall be four officers of the Board consisting of a President, Vice President, Recording Secretary, and Treasurer. The Board at the first meeting of the fiscal year shall elect the officers for a one-year term. Their duties are as follows:
- The **President** shall convene regularly schedule Board meetings or arrange for the Vice President to preside over the meeting. The President shall be an ex-officio member of all committees.
- The **Vice President** will chair committees on special subjects as designated by the Board. If the President is absent, he or she will preside over the Board meeting.
- The **Secretary** shall be responsible for keeping records of Board actions, minutes of the meeting, sending out meeting announcements, distributing copies of minutes (if necessary mail or Email to Board members), and the agenda to each Board member.
- The **Treasurer** shall make a report, furnished by the Executive Director, at each Board meeting on the financial condition of SOA. The Treasurer shall chair the Finance committee, assist the Executive Director in the preparation of the annual budget, and help develop fundraising plans.
- Section 8: **Vacancies** - When a vacancy on the Board exists, the Secretary will receive nominations for new members from present members, Board members, the Executive Director, and the Music Director two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted upon at the next Board meeting. All vacancies will be filled only to the end of the particular Board member's term. .
- Section 9: **Resignation, Termination and Absences** - Resignation by any member of the Board must be in writing and received by the Executive Committee. A Board member may be dropped for excess absences from the Board if he or she has three (3) unexcused absences from Board meetings in a year. A Board member shall be removed for any reason by a three-fourths vote of the remaining directors.
- Section 10: **Special meetings** Special meetings of the Board shall be called upon the request of the President or one-half of the Board. The Secretary shall send out notices to each Board member two weeks in advance.

Stow Orchestra Association
BY-LAWS
(page 3)

ARTICLE IV: COMMITTEES

- Section 1: There shall be five (5) Standing Committees - Executive, Personnel, Finance, Marketing/Development, and Nominating Committees. The Board President appoints all committee chairs except as noted below. Standing Committee chairs must be members of the Board.
- Section 2: **Executive Committee** - The four officers shall serve as voting members and the Executive Director and Music Director will serve as ex-officio members of the Executive Committee. The Executive Committee shall review the performance of the Executive Director and Music Director. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors
- Section 3: **Finance Committee** - The Treasurer is chair of the Finance Committee, which includes two other Board members and the Executive Director. It is responsible for developing and reviewing fiscal procedures, a fund raising plan, and the annual budget. The Board must approve the budget, and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be from July 1st to June 30th. Quarterly reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the Association shall be made available to the membership upon request.
- Section 4: **Personnel Committee** - The Board as a whole is responsible for appointing the Executive Director and the Music Director. The Executive Director is responsible for hiring and supervising other staff. The Personnel committee shall operate as a grievance committee, and is responsible for developing a personnel policy.
- Section 5: **Marketing/Development Committee** - The Marketing and Development Committee is responsible for developing, planning, managing and executing the Association's marketing, fund raising and communication efforts to increase audience and donor awareness and advance the mission of the SOA."
- Section 6: **Nominating Committee** - The Nominating Committee will identify, evaluate, and recommend Board members to the Board on an as-needed or as-found basis. Additionally, annually the Nominating Committee will recommend a slate of officers for the coming year to the Board.
- Section 7: Ad Hoc committees shall be formed by the President as needed. Each committee will include a minimum of one (1) voting Board member.

Stow Orchestra Association
BY-LAWS
(page 4)

ARTICLE V: EXECUTIVE DIRECTOR AND MUSIC DIRECTOR

- Section 1: **Executive Director** - The Board appoints the Executive Director who is responsible for the business and administrative integrity of the Association.
- Section 2: **Music Director** - The Board appoints the Music Director who is responsible for the artistic integrity of the Association.
- Section 3: The Executive and Music Directors will attend all Board meetings, report on the progress of their respective portions of the SOA and answer any questions from Board Members. The Executive and Music Directors shall be ex-officio members of all committees.

ARTICLE VI: AMENDMENTS

These Bylaws may be amended when necessary by a two-thirds majority of the voting members of the Board of Directors. Proposed amendments to the By-Laws shall be sent out with the meeting notice.

ARTICLE VII: INDEMNIFICATION.

The SOA shall indemnify

- (a) Any person made or threatened to be made a party to any action or proceeding by reason of the fact that such a person, or such person's testator or intestate, is or was a Director or Officer of the Board and
- (b) Any Director or Officer of the SOA who served any other corporation of any type or kind, or any partnership, joint venture, trust, employee benefit plan, or other enterprise, association, or entity in any capacity at the request of the SOA, in the manner and to the maximum extent permitted by the Not-for-Profit Corporation Law of Ohio, as amended from time to time; and the SOA will purchase and maintain insurance pursuant to such indemnification and indemnify all other corporate personnel to the extent permitted by law.

ARTICLE VIII: INTERESTED DIRECTORS AND OFFICERS

The SSO Conflict of Interest Policy implemented on 8/19/06 shall be followed by all Board members.